

LAW OFFICES OF
DOW T. HUSKEY
112 WEST TROY STREET
DOTHAN, ALABAMA 36302

11364-A
RECORDATION NO. 11364
FILED 1425

AUG 30 1991 -2 35 PM

INTERSTATE COMMERCE COMMISSION

REPLY TO:
P. O. BOX 1501

TELEPHONE (205) 794-3366
TELECOPIER (205) 794-7292

August 23, 1991

The Honorable Sidney Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

1-242A034

Dear Secretary Strickland:

Please accept the enclosed Termination of Subordination Agreement for recordation as a secondary document to the Agreement of Subordination recorded at Recordation No. 11364 on January 14, 1980. The parties are the Atlantic and Western Financial Corporation (Lessor) and Atlantic and Western Railway Company (Lessee). We have enclosed a check in the amount of \$15.00 for payment of the filing fee. Please return the original document to the undersigned at this office. A short summary of the document follows:

Release of Subordination Agreement between Atlantic and Western Financial Corporation and Atlantic and Western Railway Company dated January 10, 1980, terminating the Subordination Agreement recorded at Recordation No. 11364.

Thank you.

Sincerely,



Dow T. Huskey

DTH:ct

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INTERSTATE COMMERCE COMMISSION

TERMINATION OF SUBORDINATION AGREEMENT

THIS TERMINATION AGREEMENT ("Agreement") is made and entered into as of the 15th day of June, 1991, by and between Atlantic and Western Railway Company (hereinafter the "Lessee"), and Atlantic and Western Financial Corporation, a Delaware corporation (hereinafter "Lessor").

RECITALS

A. Pursuant to a certain Agreement of Subordination, dated as of January 10, 1980 (hereinafter the "Subordination Agreement"), entered into by and between the Lessee and Lessor, to subordinate a Lease Agreement between Lessee and Lessor in order to secure financial accommodations to the Lessor, which Subordination Agreement was duly recorded with the Interstate Commerce Commission (hereinafter "ICC"), under 49 U.S.C. §11303 and assigned ICC Recordation No. 11364.

B. It is the desire of the parties to terminate the Subordination Agreement and release all liens and interests arising thereunder.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, the parties hereby agree as follows:

1. Definitions. Except as otherwise provided herein or except as otherwise required by the context herein, all capitalized terms defined in the Subordination Agreement shall have such defined meanings when used herein.

2. Receipt and Acknowledgment. Lessor hereby acknowledges

receipt of payment in full of all obligations.

3. Termination. The Subordination Agreement shall be and is hereby terminated and cancelled, and is without any further force or effect.

4. Release of Liens. Lessor and any of its affiliates, subsidiaries, officers, employees, and agents, does hereby release and terminate any and all liens and security interests of every kind and nature arising directly or indirectly under the Subordination Agreement, including without limitation, all liens and security interests in and to the Railroad Cars which are subject to the lease subordinated by the Subordination Agreement.

5. No Prior Assignment or Conveyance. Lessor hereby represents and warrants that it has not heretofore assigned, conveyed, or encumbered any right, title, or interest in and to the Subordination Agreement or its rights and duties thereunder.

6. Recordation. Upon execution of this Agreement, Lessor shall cause it and the requisite number of counterparts to be filed and recorded with the ICC pursuant to 49 U.S.C. §11303, and the regulations promulgated thereunder. At the request of the Lessee, Lessor shall provide copies or other evidence of such filing and recordation.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Agreement to be executed by their respective duly authorized officers as of the day and year first above written.

ATLANTIC AND WESTERN RAILWAY COMPANY

By:

 W. D. Anderson
Title: President
 "Lessee"

ATLANTIC AND WESTERN FINANCIAL
CORPORATION

By:

K. Earl Durden
Title: President
"Lessor"

ACKNOWLEDGEMENT

STATE OF ALABAMA
COUNTY OF HOUSTON

On this 15th day of June, 1991, before me, personally appeared K. Earl Durden as President of Atlantic and Western Railway Company, to me known to be the person described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.

[SEAL]

Dow T. Huskey
Notary Public

My Commission Expires:

8/8/92

ACKNOWLEDGEMENT

STATE OF ALABAMA
COUNTY OF HOUSTON

On this 15th day of June, 1991, before me, personally appeared K. Earl Durden as President of Atlantic and Western Financial Corporation, to me known to be the person described in and who executed the foregoing instrument and he acknowledged that he executed the same as his free act and deed.

[SEAL]

Dow T. Huskey
Notary Public

My Commission Expires:

8/8/92

This instrument was prepared by:

Dow T. Huskey
Attorney at Law
P. O. Box 1501
Dothan, Alabama 36302